



GraceKennedy Limited Policy	
Policy	DISCLOSURE POLICY

1. OBJECTIVE AND SCOPE

- 1.1 The objective of this Disclosure Policy is to ensure that all communications to the public of **Material Information** concerning the business and affairs of GraceKennedy Ltd. ("GraceKennedy" or "the Company"), which is a publicly listed company, are timely, balanced and accurate, with the aim that all persons investing in securities of the Company will have equal access to information that may affect their investment decisions and that such communications are in compliance with all applicable legal, regulatory and stock exchange requirements.
- 1.2 As GraceKennedy Limited is a publicly listed company and events occurring in its subsidiaries may impact the Company, this policy will also address the communication of **Material Information** in relation to the Company's subsidiaries.
- 1.3 This policy applies to the persons authorized under the Delegation of Authority Policy (Authorized Officers) to speak or communicate on behalf of GraceKennedy and its subsidiaries (and the Authorized Officers' designees). It covers all public communications of **Material Information** in whatever form, whether orally or in writing including but not limited to disclosures in documents filed with governmental, administrative, judicial and regulatory authorities, written statements made in GraceKennedy's annual and quarterly reports, media releases, letters to stockholders, investor briefings, general meetings and other meetings with stockholders and information contained on the GraceKennedy or subsidiaries websites.

- 1.4 In the event of a conflict between the provisions of this policy and any applicable rule of law or stock exchange or other regulation then the law or regulation will supersede the relevant provisions of this policy.

2. MATERIAL INFORMATION

- 2.1 “**Material Information**” is any information, whether historical, current or forward- looking, relating to the business or affairs of the Company and/or its subsidiaries which would likely be considered important to a reasonable investor in making an investment decision in respect of the Company’s listed securities. It is information which would reasonably be expected significantly affect the market price or value of the Company’s listed securities. **Material Information** consists of both material facts and material changes relating to the business or affairs of the company.

- 2.2 Information concerning the following **could** be considered **Material Information** depending on their scale and magnitude or likely impact:

- Changes in the share ownership that may affect the control of the company
- Changes in corporate structure such as reorganizations, amalgamations etc.
- Take-over bids
- Major corporate acquisitions or dispositions
- Changes in capital structure
- Borrowing of a significant amount of funds
- Public or private sale of additional securities
- Development of new products and developments affecting the Company’s resources, technology, product or market
- Entering into or loss of significant contracts
- Changes in capital investment plans or corporate objectives

- Significant changes in management
- Firm evidence of significant increases or decreases in near-term earning prospects
- Significant litigation
- Major labour disputes or disputes with major contractors or suppliers
- Quarterly or annual earnings or operational results or projections
- Dividend payments
- Events relating to the securities, including defaults on senior securities, calls of securities for redemption,
- Share purchase plans
- Stock splits
- Changes to the rights of securities holders,
- Any other developments relating to the business and affairs of the company that would reasonably be expected to significantly affect the market price or value of any of the company's securities or that would reasonably be expected to have significant influence on a reasonable investor's investment decisions.

2.3 Forecasts of earnings and other financial forecasts need not be disclosed, but where a significant increase or decrease in earnings is indicated in the near future, this must be disclosed. Forecasts should not be provided on a selective basis to certain investors not involved in the management of the affairs of the Company. If disclosed, they should be generally disclosed.

2.4 It is the responsibility of listed companies to determine what information is material in the context of the Company's own affairs. It should be borne in mind that the materiality of information varies from one company to another according to the size of its profits, assets and capitalization, the nature of its operations and many other factors. An event that is "significant" or major in the context of a smaller company's business and affairs is often not material to a large company. The Delegation of Authority Policy should be consulted for guidance on what is considered to be a material transaction. Where there is doubt, the most senior attorney in the Group Secretariat & Legal Department should be consulted to determine whether information is material and falls within the category which requires disclosure to an

Exchange. Subject to the approval of the Group CEO or Group Chief Financial Officer (“Group CFO”), management may also consult the management of an Exchange on a confidential basis to determine whether a disclosure should be made.

- 2.5 Companies are not required to interpret the impact of external political, economic and social developments on their affairs, but if the external development will have, or has had, a direct effect on their business and affairs that is both material in the sense outlined in this policy, and is uncharacteristic of the effect generally experienced as a result of such development by other companies engaged in the same business or industry, companies are urged, where practical, to explain the particular impact on them. For example, a change in government policy that affects most companies in a particular industry does not require an announcement, but if it affects only one or a few companies in a material way, an announcement should be made.

3. **DISCLOSURE OF MATERIAL INFORMATION**

- 3.1 A listed company is required to disclose **Material Information** concerning its business and affairs forthwith upon the information becoming known to management, or in the case of information previously known, forthwith upon it becoming apparent that the information is material.
- 3.2 Immediate release of information is necessary to ensure that it is promptly available to investors and to reduce the risk of persons with access to the information from acting upon undisclosed information. It is also important to do so in protection of management and other persons in possession of this information as trading by persons with this **Material Information** which is not publicly known could be seen as “insider trading” which is subject to criminal prosecution and sanctions. See the company’s Insider Trading Policy.

- 3.3 Announcements are to be made when a decision has been sanctioned by the Board of Directors of the company or by senior officers with the expectation of concurrence from the Board of Directors.
- 3.4 Announcements of **Material Information** should be factual and balanced, neither overemphasizing favourable news nor underemphasizing unfavourable news. Unfavourable news must be disclosed just as promptly and completely as favourable news. While news releases may not be able to contain all the details that would be included in a prospectus or similar document, they should contain sufficient detail to enable media personnel and investors to appreciate the substance and importance of the information so that investors may make informed investment decisions. The guiding principle should be to communicate clearly and accurately the nature of information, without including unnecessary details, exaggerated reports or editorial commentary designed to colour the investment community's perception of the announcement one way or another.
- 3.5 The following process applies in relation to the communication of **Material Information**:
- (1) The release of non public **Material Information** must be approved by the Group CEO or in their absence such person acting in that position from time to time.
 - (2) Media Releases for the disclosure of **Material Information** should be prepared in consultation with the GraceKennedy Corporate Communications and Group Secretariat & Legal Departments and must be approved by the Group CEO or their designate.
 - (3) There should be simultaneous release of the **Material Information** to the relevant stock exchanges, and securities commissions, GraceKennedy staff, and media (in that order).
 - (4) The Board of Directors of the relevant companies should also be promptly provided by the Chairman or the CEO of the relevant

company with copies of media releases on disclosures of ***Material Information***.

- (5) Media releases containing ***Material Information*** shall be posted on the GraceKennedy website immediately following release over the newswire.
- (6) The Chairman, Group CEO, and Group CFO are the persons authorized to speak on behalf of GraceKennedy ("Authorized Officers) for GraceKennedy **PROVIDED THAT** the Group CEO or their designate has been consulted prior to the public disclosure of ***Material Information*** concerning the Group.
- (7) The Authorized Officers may authorize other officers to speak on behalf of GraceKennedy in their absence or to respond to specific inquiries.
- (8) Employees who are not authorized officers must not respond under any circumstances to inquiries from the investment community, the media, or others, unless specifically authorized to do so by one of the Authorized Officers Spokespersons. They should refer any such enquiries to the Authorized Officer.
- (9) Disclosures must be corrected immediately if it is discovered that an earlier disclosure contained a material error. This should be promptly brought to the attention of the Group CEO, and if it relates to financial information, also to the Group Chief Financial Officer ("Group CFO") of GraceKennedy. If, upon evaluation of the error in relation to financial information, if material, the Group CFO shall promptly notify and consult with the Audit Committee Chair (acting on behalf of the Audit Committee) on the nature and method of communication of the error.
- (10) Disclosure on the GraceKennedy website alone does not constitute adequate disclosure of ***Material Information***.
- (11) In circumstances where GraceKennedy determines disclosure would be unduly detrimental, such as release of information that would prejudice negotiations in a corporate transaction, the disclosure should be handled as provided in item 4 below.

4. **MATERIAL INFORMATION WHICH IS SENSITIVE AND IN RESPECT OF WHICH COMMUNICATION CAN BE DELAYED**

- 4.1 Under the relevant stock exchange rules, in restricted circumstances disclosure of **Material Information** concerning the business and affairs of a listed company may be delayed and kept confidential temporarily where immediate release of the information would be unduly detrimental to the interest of the Company.

Examples of instances in which disclosure might be unduly detrimental to the Company's interest are as follows:

- (1) Where release of the information would prejudice the ability of the Company to pursue specific and limited objectives or to complete a transaction or series of transactions that are underway.
 - (2) Where disclosure of the information would provide competitors with confidential corporate information that would be of significant benefit to them. Such information may be kept confidential if the Company is of the opinion that the detriment to it resulting from disclosure would outweigh the detriment to the market in not having access to the information.
 - (3) Where disclosure of information concerning the status of ongoing negotiations would prejudice the successful completion of those negotiations. It is unnecessary to make a series of announcements concerning the status of negotiations with another party concerning a particular transaction. If it seems that the situation is going to stabilize within a short period, public disclosure may be delayed until a definitive announcement can be made. Disclosure should be made once "concrete information" is available, such as a final decision to proceed with the transaction or, at a later point in time, finalisation of the terms of the transaction.
- 4.2 In the event of doubt the most senior attorney in the Group Secretariat & Legal Department should be consulted in determining whether the disclosure of **Material Information** may in these circumstances be

delayed. Subject to the approval of the Group CEO or Group CFO, management may also consult the management of an Exchange on a confidential basis to determine whether a disclosure should be made in these circumstances.

5. **RUMOURS**

GraceKennedy will not generally comment on rumours; however, it is recognised that unusual market activity is often caused by the presence of rumours. The stock exchange rules recognise that it is impractical to expect management to be aware of, and comment on, all rumours, but when market activity indicates that trading is being unduly influenced by rumour the Stock Exchange will request that a clarifying statement be made by the company. Prompt clarification or denial of rumours through a news release is the most effective manner of rectifying such a situation.

6. **CONFIDENTIALITY**

Material Information which is non-public is to be treated with the highest level of confidentiality, on a “need to know basis” prior to release of the information in keeping with this policy. External consultants and advisors and other

parties privy to undisclosed **Material Information** concerning GraceKennedy must be specifically advised of the need for confidentiality and that the information is not to be disclosed to any other party other than in the necessary conduct of the relevant transaction and as approved by the Company. Such outside parties shall confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of **Material Information**, the following procedures should be observed at all times:

- Documents and files, whether in hard copy or electronic form, containing confidential information should be kept in safe locations accessible only to designated individuals.
- Confidential matters should not be discussed in public places where conversations may be overheard, e.g., elevators, hallways, restaurants, airplanes, and taxis.
- Confidential matters should not be discussed on non-secure wireless telephones or other non-secure wireless devices.
- Confidential documents should not be exposed or displayed in public places and should not be discarded where others can retrieve them.
- Directors, officers, employees and consultants must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
- Transmission of documents by electronic means, such as by fax or by e-mail, should be done only where it is reasonable to believe the transmission can be made and received under secure conditions.
- Access to confidential electronic data should be restricted through the use of passwords.
- Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed as soon as practicable.

7. CONTACT WITH ANALYSTS, INVESTORS AND MEDIA

- 7.1 GraceKennedy recognizes meetings and/or discussions with analysts, significant investors and the media are important elements of the GraceKennedy's investor relations. GraceKennedy shall meet with analysts and investors on an individual or small group basis as needed and shall initiate contacts or respond to analyst, investor and media calls in a timely, balanced and accurate manner in accordance with this policy.
- 7.2 **Material Information** which is not already in the public domain shall not be disclosed in such forums and must be preceded by an appropriate release to the public, it being the intent that all members of the investing public will have equal access to **Material Information**.
- 7.3 GraceKennedy shall therefore provide only non-Material Information through individual and group meetings, in addition to regular publicly disclosed information.
- 7.4 Authorized Officers shall keep a recording of or notes of conversations with analysts, investors and the media and, where practicable, more than one representative of GraceKennedy shall be present at all individual and group meetings.

8. REVIEWING ANALYST DRAFT REPORTS AND MODELS

- 8.1 GraceKennedy shall review, upon request, analysts' draft research reports or models for accuracy based on publicly disclosed information. It is the policy of GraceKennedy, when an analyst inquires with respect to his/her estimates, to question an analyst's assumptions if the estimate is a significant outlier among the range of estimates and/or of the published earnings guidance for GraceKennedy. GraceKennedy shall limit its comments in responding to such inquiries to non-Material Information.
- 8.2 To avoid appearing to "endorse" an analyst's report or model, GraceKennedy shall provide its comments orally or shall attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

9. **DISTRIBUTING ANALYST REPORTS**

Analyst reports are proprietary products of the analyst's firm. Re-circulating an analyst's report may be viewed as an endorsement of the report by GraceKennedy. For these reasons, GraceKennedy shall not provide analyst reports through any means to persons external to the business of GraceKennedy and shall not post such information on its website. GraceKennedy may post on its website a complete list, regardless of the recommendation, of all the investment firms and analysts who provide research coverage on GraceKennedy. If provided, such list shall not include links to the analysts' or any other third-party websites or publications.

10. **FORECASTS**

Should GraceKennedy elect to disclose forecasts in continuous disclosure documents, speeches, conference calls, etc., the following guidelines shall be observed:

- The information, if deemed material, shall be broadly disseminated via media release, in accordance with this policy.
- The information shall be clearly identified as forward-looking.
- GraceKennedy shall identify all material assumptions used in the preparation of the forward-looking information.
- The information shall be accompanied by a statement that identifies, in very specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement.
- The information shall be accompanied by a statement that disclaims the intention or obligation of GraceKennedy to update or revise the forward-looking information, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially off target, GraceKennedy may choose to issue a media release explaining the reasons for the difference. In this case, GraceKennedy shall update its guidance on the anticipated impact on revenue and earnings or other key metrics.

11. DISCLOSURE RECORD-KEEPING

- 11.1 A record of all disclosure of **Material Information** made to the relevant Stock Exchanges and Securities Commissions media releases, analysts' reports, notes from meetings and telephone conversations with analysts and investors, debriefing notes and newspaper articles shall be maintained in accordance with GraceKennedy's document retention policies.

12. DISCLOSURES ON THE GRACEKENNEDY WEBSITE

- 12.1 Information to be included on the GraceKennedy website and/or social media platforms as appropriate shall include, but not be limited to, the following:

- Financial reports
- Financial highlights
- GraceKennedy stock information
- Investor briefings
- Media releases
- Investor relations material shall be contained within a separate section of the GraceKennedy website and shall include a notice that advises the reader that the information posted was accurate at the time of posting but may be superseded by subsequent disclosures. All data posted to the Investor Relations section of the website, including text and audio-visual material, shall show the date such material was issued. Any material changes in information must be updated immediately. The minimum retention period for **Material Information** on the GraceKennedy website shall be two (2) years.

- 12.2 Disclosure on the GraceKennedy website alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of **Material Information** on the Company's website shall be preceded by the issuance of a media release and disclosures to the Stock Exchanges and other regulators in keeping with this policy.

- 12.3 The Head of the Corporate Communications Department is responsible for promptly updating the Investor Relations section of the GraceKennedy

website and is responsible for monitoring all GraceKennedy information placed on the website in collaboration with the relevant Departments to ensure it is accurate, complete, current and in compliance with relevant securities laws.

- 12.4 The Head of the Corporate Communications Department must approve all links from the GraceKennedy website to a third party website in consultation with the relevant Divisional CEO and the General Counsel & Chief Corporate Secretary as necessary. Any such links shall include a notice that advises the reader he or she is leaving the GraceKennedy website and GraceKennedy is not responsible for the contents of the other site.
- 12.5 The Head of Corporate Communications shall be responsible for responses to electronic inquiries in consultation with the Group Secretariat & Legal Department or such other Departments as appropriate. Only public information or information which could otherwise be disclosed in accordance with this policy shall be used in responding to electronic inquiries.
- 12.6 Employees are prohibited from participating in internet based or other public discussions on matters pertaining to the business activities of GraceKennedy or its securities, to ensure no material undisclosed information is inadvertently disclosed. Employees who encounter a discussion pertaining to GraceKennedy should advise the Head of the Corporate Communications so that the discussion may be monitored, and appropriate steps initiated.

13. BREACH OF POLICY

Violation of this Disclosure Policy may also violate securities and other laws, and stock exchange regulations which can lead to significant penalties for the Company. An employee who breaches this Policy, may face disciplinary action including separation from the Company in accordance with the Corrective/Disciplinary Action Policy.

14. REVIEW OF POLICY

This Policy shall be reviewed at least every three (3) years.